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No. 88-934

In the Supreme Court

OF THE

United States

OCTOBER TERM, 1988

IRENE O'CONNELL KRUSE,
Petitioner,

VS.

BANK OF AMERICA, N.T. & S.A.,
Respondent.

Petition for a Writ of Certiorari to the California Court of Appeal First Appellate District, Division One

PETITIONER'S REPLY BRIEF

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PETITIONER'S REPLY BRIEF

PRELIMINARY STATEMENT

The Bank of America's opposition brief ("Bank Opp.") demonstrates the urgent need for procedural guidelines when faced with an issue of judicial disqualification. Petitioner Kruse's case is particularly suited for formulating such guidelines because it involves (1) the refusal of a justice to make disclosure when confronted with the appearance of bias, (2) the refusal of a state court system to apply the "appearance of bias" standard, or to afford an evidentiary hearing to determine it, and (3) the inherent unfairness of a justice determining the question of his own bias. No guidelines presently exist. Inherent procedural protections are needed in order to make the objective standard of "appearance of bias" function in our judicial system.

The Bank argues that the disqualification issue was raised belatedly because of disclosures made to petitioner's counsel in another appellate proceeding, *In the Matter of the Estate of Gilda Barberis*.[1] Bank Opp., p.3. The disclosures of Justices Racanelli and Newsom at the *Barberis* hearing showed *de minimus* disqualifying grounds. App. P 104-110, S 1-4. Only after the Court of Appeal rendered its decision in this case demonstrating bias by refusing to follow appellate standards of review and ruling on legal theories neither pleaded nor argued, did counsel for petitioner become suspicious of the justices' motives. The infor-

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[1] No. A026709, slip op. at 3 (Cal.Ct.App. 1986). *See* Petitioner's Opening Brief, p. 9. The Bank asserts that Justice Racanelli's declaration of denial of ownership of a stock interest establishes "beyond dispute that he had never owned Bank stock." Bank Opp., p. 3, Bank App. B. Justice Racanelli's declaration states that he has "no independent recollection of statements in connection with oral argument . . ." in the *Barberis* case. The fact that three independent attorneys who attended the *Barberis* hearing in April of 1986 heard Justice Racanelli state that he owned "a few shares" (Declaration of Ares, App. P 105), that he "owned some stock" (Declaration of Gunn, App. P 107), or that he owned "an interest (Declaration of Deyhimy, App. P 109) in the Bank, far from laying the matter to rest, would cause a reasonable person to believe there was some probability that Justice Racanelli did have a financial interest of some sort in the Bank. A fourth declaration was submitted to the Court of Appeal by Mr. Lukens, who himself was present at the *Barberis* hearing and who also heard the disclosures. App. S 1-4.

mation subsequently learned about Justice Newsom was not known before the decision by the Court of Appeal in this case.

1. Mr. Flinn's Involvement With Justice Newsom's Family Corporation Well Preceded Its Dissolution, And Public Records Strongly Suggest That Mr. Flinn's Activities Caused Justice Newsom's Withdrawal From The Company Because Of Alleged Misconduct

In July of 1981, Justice Newsom was president of his family company, Squaw Valley Improvement Corporation, and was a one-sixth owner of the company, which was the major asset of the estates of Justice Newsom's parents.[2] App. T 5-6, U 7-8, E 48. Justice Newsom was also acting as executor of his parents' probate estates which were being concurrently administered in the Superior Court of the City and County of San Francisco.[3]

After a flurry of accusations by Mr. Flinn in court filings commencing in the summer of 1981 alleging misuse of funds and breach of fiduciary duties "in a number of various transactions", App. MM 65-68, V 9-10, W 11-14, AA 21, BB 22-24, CC 25-26 , Justice Newsom resigned from his position as president, App. G 61-65, and divested himself of all ownership of stock in the company, Bank App. C. The court filings in August of 1981 state that Mr. Flinn, who represented two sisters and a brother of the Justice, was the *only* attorney in the Leland, Parachini firm with sufficient familiarity with the misconduct and that the "specifics" could only adequately and fully be pleaded by Mr. Flinn. App. W 11-14. In March of 1983, Mr. Flinn petitioned to remove Justice Newsom as executor of the estates. App. DD 27-30 . In May of 1983, Justice Newsom waived over $33,000 in fees in the probate estates in order to settle his exposure to liability for the misconduct. App. HH 43-44. In a stipulation with Justice Newsom, Mr. Flinn's firm reserved the right to raise the matter in the future. App. GG 40-42.

The Bank of America seeks to eliminate the appearance of impropriety caused by Justice Newsom's relationship with oppos-

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[2] The Squaw Valley Improvement Corporation was valued at approximately $570,000 for estate tax purposes. App. U 7-8.

[3] *Estate of William A. Newsom*, Sup. Ct. No. 217-391; *Estate of Christine A. Newsom*, Sup. Ct. No. 223-586.

ing counsel by asserting that Justice Newsom "sold" all of his shares in the Squaw Valley Improvement Corporation to his two sisters and a brother in May of 1982 "in an arms length transaction" and that only "in June of 1982, *after* the sale" did Justice Newsom's sisters employ Mr. Flinn. Bank Opp., p. 5. Public documents conclusively establish otherwise. App. V, 9-10 through CC, 25-26.

At the very time that Mr. Flinn was forcing substantial concessions from Justice Newsom, Mr. Flinn was also representing the Bank of America in oral arguments held in the Court of Appeal in December of 1982 and in June of 1983 in *Sanchez-Corea v. Bank of America*, 197 Cal.Rptr. 701 (1983). Justice Newsom participated with Justice Racanelli in both hearings and reversed a large judgment against the Bank to the great benefit of Mr. Flinn and the Bank, as was discussed in our opening brief.[4]

In arguing that Mr. Flinn's role was one of "arms-length," Bank Opp., p. 5, the Bank ignores the fact that Mr. Flinn had placed Justice Newsom at an obvious disadvantage because of the compromising information he had allegedly accumulated and the aggressive actions he was taking against Justice Newsom in the probate matters. The fact that Mr. Flinn was able to compel substantial concessions from the Justice strongly suggests that Mr. Flinn was in a position of strength in his relationship with Justice Newsom.

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[4] Justice Holmdahl disqualified himself in the *Sanchez-Corea* proceeding *after* the December 1982 hearing, thereby requiring a second oral argument. App. NN, 69-70. Justices Racanelli and Newsom continued to serve, although the question of disqualification was now a factor. According to Justice Racanelli's declaration filed with the Supreme Court of California, Bank App. B, it was his usual practice in proceedings involving the Bank of America to disclose his debtor-creditor relationship resulting from periodic use of a Visa card. Bank App. B 9. However, according to the Declaration of Mrs. Sanchez-Corea, who attended both the December and June hearings in the *Sanchez-Corea* case, she had no recollection of Justice Racanelli volunteering or disclosing that he owned a Visa card or other disqualifying facts at either hearing. App. H 67. There is no question that prior to the 1984 repeal and replacement of California Code of Civil Procedure section 170, it was a disqualifying factor to own any stock in or have a loan with a party.

It matters not whether the vehicle of coercion is the carrot or the stick—a distinction between the two forces is without a difference. Mr. Flinn, although not Justice Newsom's personal attorney, was in a position of influence because of his involvement in Justice Newsom's family company. While his influence was not derived through friendship, the negative impact of his presence was even more compelling because of his possession of information potentially embarrassing to the Justice. Mr. Flinn's appearances before Justice Newsom as an attorney for the Bank in *Sanchez-Corea* and this case and Justice Newsom's decisions to sit under such circumstances were entirely improper.

Given the volatile nature of Mr. Flinn's information, it is understandable from a purely human point that the Justice would be reluctant to disclose the nature of Mr. Flinn's unique position. But Justice Newsom could simply have recused himself, and there would have been no due process constraints which required him to announce his reasons.[5]

The foregoing conduct squarely raises the issue of a systematic denial of equal protection in two major cases involving the Bank of America, resulting in reversals of large judgments against the Bank when both justices should have recused themselves.[6] In both cases, the Court of Appeal blatantly ignored the evidence of the case, substituted the Bank's facts in the place of the respondents' facts, weighed the evidence and made factual rulings on the sufficiency of the evidence and on the issues of liability, causation and reasonable reliance, refused to review the evidence as a whole, did not allow respondents the benefit of their evidence, did not allow respondents the benefit of all inferences and presumptions that could be drawn from the evidence, did not resolve all, or any, conflicts in the evidence in favor of respondents, and did not

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[5] This case presents the opportunity to announce the principle that a justice need not specify his reasons for recusal.

[6] The factual statements in the decision of the Court of Appeal reported at 197 Cal.Rptr. 701 (1983) should be compared to the factual statements in the decision of the California Supreme Court at 38 Cal.3d 892 (1985), which reinstated the judgment. It is obvious from reading the two decisions that the Court of Appeal refused to adopt the facts in the light most favorable to the plaintiffs and instead adopted, as has happened in this case, the facts most favorable to the Bank of America.

conform in any respect to the established rules governing appellate review.[7]

While this Court has recognized that state courts must provide equal protection in appellate procedures, *Rinaldi v. Yeager*, 384 U.S. 305, 310 (1966); *Lindsey v. Normet*, 405 U.S. 56, 77 (1972), there as yet is no decision rendered by this Court requiring state courts to refrain from discrimination in applying the appellate standards of reviewing the evidence.

2. The California Courts Refuse To Follow The Appearance Of Bias Standard

In order to comport with due process requirements, it is absolutely necessary that all state courts recognize that a judicial panel must be free from the "appearance" of bias, a standard which the Courts of California now refuse to accept. Acting Chief Justice Mosk of the California Supreme Court, who refused to review this case, is probably the foremost opponent of the "appearance of bias" standard, having soundly rejected it in *Andrews v. Agricultural Labor Relations Bd.* 28 Cal.3d 781 (Cal. 1981), stating that such a standard would be "vague, unmanageable and laden with potential mischief." *Id.* at 793.

Justice Mosk's vigorous denunciation of the objective standard was severely criticized by Justice William P. Clark, Jr., who stated that the majority decision failed "to protect due process and public confidence concerns" (*Id.* at 802). He pointed out that "The 'actual bias' standard protects only against the most egregious and flagrant instances of bias," and that "Only in truly rare cases will such blatant displays of bias be openly disclosed." *Id.*[8]

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[7] See Justice White's opinion in *Continental Ore Co. v. Union Carbide and Carbon Corp.*, 370 U.S. 690, 696-98 (1962), wherein a judgment was reinstated because of the Ninth Circuit's refusal to view the evidence in the light most favorable to the plaintiffs.

[8] Justice Clark asked this poignant question:

> Admittedly use of "an appearance of bias" standard may result in disqualifications both in cases of actual bias and in cases where there is no bias. But when an individual's fundamental right to a fair hearing is at stake, is it not better to err on the side of justice rather than to impose the risk that in an instance of actual but unprovable bias the prejudiced party will be without remedy? 31 Cal.3d at 803.

Justice Clark's plea for the use of a due process standard, long since adopted by the American Bar Association and embraced by the Supreme Court of the United States in numerous cases,[9] was again flatly rejected by the California Supreme Court in *Kaufman v. Court of Appeal*, 31 Cal.3d 933 (Cal. 1982) and again by Justice Mosk in this case, by refusing to review on the ground that " . . . petitioners have not made a prima facie showing of conflict of interest or [actual] bias, much less a deprivation of due process of law." App. C 37. The only remedy available to petitioner is to seek certiorari in this Court.

3. Procedural Due Process Requires That Justices Not Pass Judgment Upon Themselves

Once having adopted the objective standard for judicial disqualification, procedural due process necessarily requires that justices not subjectively determine whether their impartiality might reasonably be questioned. Procedural safeguards at the minimum dictate that this decision be decided by someone other than the challenged justice.[10] The basic procedural requirement that the appearance of bias be decided by someone other than the challenged justice or judge is already a workable standard which enjoys wide use at the trial level.[11]

Cases cited by the Bank for the proposition that appellate justices should decide their own disqualification, *Jewell Ridge Coal Corp. v. Local No. 6167, United Mine Workers of America*,

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[9] *See, e.g., Commonwealth Coatings Corp. v. Continental Cas. Co.*, 393 U.S. 145, 150, *reh'g denied*, 393 U.S. 1112 (1969), *Peters v. Kiff*, 407 U.S. 493, 502 (1972); and more recently *Aetna Life Ins. Co. v. Lavoie*, 475 U.S. 813, 825 (1986) and *Liljeberg v. Health Services Acquisition Corp.*, 108 S.Ct. 2194, 2202-05 (1988).

[10] Note, *Meeting the Challenge: Rethinking Judicial Disqualification*, 69 Calif. L.R. 1445, 1483-84 (1981). The author further states at pages 1483-84, "Who is to pass upon the sufficiency of the affidavit is an important related question. The judge challenged is not a wise choice, both because she is an interested party and because she may tend to pass on the truth of the affidavit rather than the sufficiency of it . . . Flexibility is therefore permitted in assessing the alleged partiality of a judge, but the decision would never be made by the challenged judge herself."

[11] 28 U.S.C.A. § 144 (West 1968); California Code of Civil Procedure section 170.3(c)(5) (Deering Supp. 1988).

325 U.S. 897 (1945), *Laird v. Tatum*, 409 U.S. 824 (1972), *MacNeil Bros. Co. v. Cohen*, 264 F.2d 186, 189 (1st Cir. 1959), are federal cases decided before the amendment to 28 U.S.C.A. section 455 (West Supp. 1988) which adopted the appearance of bias standard and eliminated the words "in his opinion," thereby changing the test from a subjective one to an objective one.[12] *Martin-Trigona v. Gouletas*, 634 F.2d 354, 355 n.1 (7th Cir.) *cert. denied*, 449 U.S. 1025 (1980), also cited by the Bank, provides support for petitioner's position rather than the Bank's because Chief Judge Fairchild, to whom the petition for disqualification was addressed, declined to participate, recusing himself from the disqualification issue.

4. The Judgment Below Is Final For Purposes Of Review

The Bank urges that the writ should be denied on the technical ground that the judgment below is not final, arguing that 28 U.S.C.A. section 1257 (West 1966 & Supp. 1988) is available only with respect to "final judgments or decrees." Bank Opp., p. 6. However, the state appellate court's rejection of petitioner's constitutional claims is final since petitioner will be required to retry the case and will not be able to raise the constitutional questions again. Since the remanded proceedings do not include the constitutional issues, we have received a final decision for the purposes of section 1257. This Court applies a flexible test of whether the judgment is, in practical effect, a final decision as to federal issues and therefore this case falls easily within the category of a final decision. *Cox Broadcasting Corporation v. Cohn*, 420 U.S. 469, 476-77, 480, 486 (1975).

The cases relied upon by the Bank, *Cincinnati Street Railway Co. v. Snell*, 179 U.S. 395, 397 (1900); *Odell v. Espinoza*, 456 U.S. 430 (1982); *Gospel Army v. Los Angeles*, 331 U.S. 543 (1947), are all cases in which the federal issue was raised in the state trial court, and the appellate decisions reversing and remanding were not challenged as being the product of an unconstitutional appellate review.

Even if the general rule of finality could be applied here, the present case would fall squarely within the exception stated in *Cox Broadcasting Corp. v. Cohn*, 420 U.S. at 482-83 (1975) on

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[12] *See* Rehnquist dissent in *Liljeberg*, 108 S.Ct. 2194, 2209.

the ground that "reversal of the state court on the federal issue would be preclusive of any further litigation on the relevant cause of action" and failure to consider the state court decision immediately "might seriously erode federal policy." There is no question that to allow the State of California appellate system to continue to reject the due process requirements of the "appearance of bias" standard announced by this Court would seriously erode federal policy.

5. Petitioner Kruse Raises Federal Questions Duly Presented In The State Court Proceedings

The Bank argues that because the Jewells did not specify the constitutional issues in the state court proceedings in connection with their concurrent petition for certiorari, No. 88-918, petitioner Kruse in this proceeding, No. 88-934, must be denied review by this Court. Bank Opp., p. 8. Suffice it to say that petitioner Kruse raised each and every constitutional issue on numerous occasions in the state appellate court proceedings and has attached over 33 pages of references to the constitutional questions raised below in the appendix to her opening brief. App. Q 111-144. Petitioner Kruse should not be denied relief because the Jewells allegedly did not supply specificity in their constitutional arguments.

The Bank also argues that the lawyer-client relationship between Mr. Flinn and Justice Newsom's family corporation is new evidence which was not presented below and that this precludes her from obtaining relief from this Court. Bank Opp., pp. 8-9. However, the denial of due process stems from Justice Newsom's and the Bank's counsel's concealment of relevant disqualifying information. Since Justice Newsom and the Bank's counsel remained silent in the face of requests for disclosure and since an evidentiary hearing was denied, petitioner Kruse has properly raised the issue of the failure to disclose in her state court briefs and is now entitled to relief from this Court.

The Bank relies incorrectly upon *Adickes v. S. H. Kress and Co.*, 398 U.S. 144, 158 n.16 (1970), Bank Opp., p. 8, which involves the review of a trial court decision in which the record was deficient. Here, where the wrong has been perpetrated by an appellate court in which there is no record, affidavits on the facts demonstrating the bias are appropriately submitted to this Court, particularly where this information has been supressed. More

applicable to our facts are *Hazel-Atlas Glass Co. v. Hartford-Empire Co.*, 322 U.S. 238, 244-46 (1944) and *Universal Oil Products Co. v. Root Refining Co.*, 328 U.S. 575, 580-81, *reh'g denied* 329 U.S. 667 (1946), which discuss at length the federal court's inherent powers to provide relief in instances of interference with the administration of justice.[13]

6. Petitioner Kruse Does Not Confine Her Allegations to Mere Error In The Lower Court's Decision, But Is Alleging That The Error Constitutes Violations Of Due Process Of Constitutional Proportions

Finally, the Bank argues that petitioner's contentions constitute arguments that the Court of Appeal simply "misinterpreted" her position and that her petition is only asking this Court to review state court error. Bank Opp., p. 12. However, the seriousness of the misconduct far surpasses claims of mere error. Petitioner was completely denied a fair and objective appellate review and the court below reversed her judgment on legal theories and issues *different* from those on which the case was tried, errors so serious that they have been recognized by this Court as a violation of due process. *Spevack v. Klein*, 385 U.S. 511, 518 (1967); *Cole v. Arkansas*, 333 U.S. 196, 202 (1948). The Bank has not attempted to deny that this happened, but instead opines that "undoubtedly such a sentiment is shared by most unsuccessful appellants." Bank Opp., p. 12. Nor has the Bank denied that Justice Newsom has a family heritage closely associated with the Bank or that he obtained a substantial loan from the Bank while conferencing on the case.[14]

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[13] There is no discussion of the issue of use of affidavits at the appellate level in the other case cited by the Bank, *Killian v. United States*, 368 U.S. 231, 243 (1961), *reh'g denied*, 368 U.S. 979 (1962). Bank Opp., pp. 8-9. In fact, this Court granted *certiorari* because the government had allegedly withheld evidence and remanded the case for an evidentiary hearing in the district court. *Id.* at 244.

[14] The Bank makes the incredible argument that a loan is no longer a disqualifying financial interest under California law, citing Civil Procedure section 170.1 (Deering Supp. 1988). Bank Opp., p. 4. But section 170.1(a)(6) provides that a trial judge is disqualified if "a person aware of the facts might reasonably entertain a doubt that the judge would be able to be impartial." Certainly, the negotiation of a major credit

CONCLUSION

We submit that the pain and indignation of a denial of due process of the magnitude that has occurred in this case would be shared by any rational human person subjected to such an ordeal. For the foregoing reasons, petitioner's request for certiorari should be granted.

Respectfully submitted,

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Dated: January 11, 1989

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relationship with a party appearing before a judge should be a disqualifying factor under this standard.

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APPENDIX S

Civil No. A033064-A039161

Court of Appeal of the State of California
First Appellate District
Division One

[Filed June 10, 1988]

Irene O'Connell Kruse,
Plaintiff, Respondent and Cross-Appellant,

George R. Jewell and Charles Duck,
Trustee of the Bankruptcy Court of
George M. Jewell and Laura E. Jewell,

Cross-Complainants, Respondents,
Cross-Appellants and Appellants,

v.

Bank of America National Trust and Savings Association,

Defendant, Appellant, Cross-Respondent and Respondent.

Appeal from the Judgments of the
Superior Court of the State of California
County of Sonoma
Honorable Laurence K. Sawyer, Judge

DECLARATION OF WILLIAM M. LUKENS IN SUPPORT OF PLAINTIFF-RESPONDENT AND CROSS-APPELLANT IRENE O'CONNELL KRUSE'S REQUEST THAT THE JUSTICES OF DIVISION ONE GRANT REHEARING AND DISQUALIFY AND RECUSE THEMSELVES.

William M. Lukens, under penalty of perjury, certifies as follows:

1. I am one of the attorneys for plaintiff-respondent and cross-appellant Irene O'Connell Kruse in the above appeal. On the afternoon of April 29, 1986, I was present at an oral

argument of another case, Appeal No. A026709, entitled *In the Matter of the Estate of Gilda Barberis*, in which the appellant was Frank Barberis (whom I represented), and the Bank of America was respondent.

2. Before argument commenced, Justice Racanelli announced that he wished to disclose that he owned stock in the Bank of America, and Justice Newsom then stated that he wished to disclose that he had a loan from the Bank of America, and that in Justice Racanelli's opinion this constituted a ground for disqualification and that they would not proceed unless I consented to their hearing the matter. I reflected upon this offer of the Justices to disqualify themselves, but only briefly because I immediately made a decision to consent to their participating because the case involved a narrow issue, attorneys' fees, and the amount in controversy was small. The Trial Court decision in the *Barberis* case had been in favor of our client, and against the Bank, on the main issue presented in the trial; the Bank, as trustee, was ordered to make distribution of income to our client, as beneficiary of the trust, which the Bank had been refusing to do. The Bank did not appeal from that ruling. The only appeal was taken by our client from the Probate Judge's order denying a requested allowance of $30,000 in attorneys' fees for successfully obtaining the order requiring the Bank to pay out the trust income. I therefore concluded that since the Justices had announced their disqualification, and since the Bank was not appealing as an aggrieved party, there was no reason to think that the Justices would be influenced to favor the Bank, or be anything less than fair and impartial, in that particular case.

3. I waived the disqualification of Justices Racanelli and Newsom in the *Barberis* matter only because I considered their disqualification to be unimportant in that particular case for the reasons stated above. At the time of that hearing on April 29, 1986, I did not know that the present appeals had been assigned to Division One; the first notice from the Court that we received, which indicated that the appeals had been assigned to Division One, was in July of 1986, and at

that time I did not recall the above incident which had occurred two months earlier when there had been brief mention, and brief consideration by myself, of stock ownership and loans.

4. The first recollection I had of that incident occurred on June 7, 1988 when co-counsel Frederick Watson related to me portions of a conversation he had had with Mr. Dan Crawford, one of the partners in the law firm of Carroll, Burdick & McDonough, the firm which, through Mr. Crawford, handled the trial and appeal in the *Sanchez-Corea v. Bank of America* case, which was decided by this Division of the Court in favor of the Bank. Mr. Watson told me that Mr. Crawford said that they had to argue the *Sanchez-Corea* appeal twice because it was argued to a panel consisting of Justice Racanelli, Justice Newsom and a pro-tem Judge appointed, and two months after the appeal was argued and taken under submission that the Justice pro-tem announced that he had to disqualify himself because he owned stock in the Bank of America. This triggered in my mind a recollection of the incident in April 1986, when Justice Racanelli announced he owned stock in the Bank and Justice Newsom said that he had a loan from the Bank.

* * *

5. On June 8 and 9, 1988, I obtained copies of Form 721, statements of economic interests with respect to the members of the panel assigned to this case. Attached hereto as Exhibits A, B, C and D are reports filed by Justice Newsom for the years 1984, 1985, 1986 and 1987 revealing an extensive loan relationship with the Bank of America. Attached hereto as Exhibits E, F, G and H are reports filed by Justice Racanelli for the same years which do not identify the extent of his ownership of Bank of America stock, presumably because it is in an amount below the reportable limits. However, ownership of *any* shares creates disqualification and its absence in the reports has no bearing on the duty of a Justice to disqualify himself.

The foregoing facts are within my personal knowledge, and if called upon as a witness I could, and would, competently testify thereto.

Executed this 10th day of June, 1988, at San Francisco, California.

/s/ William M. Lukens
William M. Lukens

APPENDIX T

Placer County

73782

48448

Official Records Requested by
First American Title Co.
Dec. 10 9:11 AM '80

Gay Trombley
Placer Co Recorder

48448 $6.00

When recorded mail to:
William Newsom
350 McAllister St
San Francisco, CA 94102

Substitution of Trustee
and
Deed of Reconveyance

Whereas, on *January 10, 1978* in Book 1929 of Official Records, at Page *205* of *Placer* County, California a Deed of Trust was recorded securing payment of *$5,324.00* and other obligations, executed by *William A Newsom, Jr.* to *Trustors Security Service, a California corporation*, as Trustee and *Squaw Valley Improvement Corporation*, as Beneficiary.

Whereas, the indebtedness secured by said Deed of Trust has been fully paid and satisfied; however, the above named trustee does not find itself in a position to issue its Deed of Reconveyance.

Now Therefore, *Squaw Valley Improvement Corporation* as Beneficiary, does hereby substitute *Squaw Valley Improvement Corporation*, as Trustee in place and stead of the first above referenced trustee, under said Deed of Trust.

Further, as substituted Trustee herein, *Squaw Valley Improvement Corporation* does hereby reconvey without warranty to the

person or persons legally thereto entitled, all estate now held by them under said Deed of Trust.

In Witness Whereof, the undersigned have caused these present to be executed on this *8th* day of *December*, 1*980.*

Squaw Valley Improvement
Corporation

by /s/ William Newsom,
President

By

(Corporation)

STATE OF CALIFORNIA
COUNTY OF PLACER } ss.:

On *December 8, 1980* before me, the undersigned, a Notary Public in and for said State, personally appeared *William A Newsom* known to me to be the President of the corporation that executed the within Instrument, known to me to be the persons who executed the within Instrument on behalf of the corporation therein named, and acknowledged to me that such corporation executed the within instrument pursuant to its by-laws or a resolution of its board of directors.

Witness my hand and official seal.

Signature /s/ Leslie Furlong [Seal]

Notary Public—California

48448

Vol 2333 Page 422

APPENDIX U

Brennan J. Newsom
Attorney at Law
1015 Battery Street
San Francisco, Ca. 94111
(415) 421-7876

Attorney for: Executor

Superior Court of California,
County of San Francisco
City Hall, Van Ness & Grove Streets
San Francisco, California 94102

[Filed February 1, 1979]

Estate of: William A. Newsom,
Decedent.

Case Number: 217 391

Inventory and Appraisement
Partial No. 2

Date of Death or Appointment of Guardian
of Conservator: March 4, 1977

Appraisals

1.	Total appraisal by representative (Attachment 1)	$ 29,875.32
2.	Total appraisal by referee (Attachment 2)	$ 989,018.80
	Total	$ 1,018,894.12

I certify and declare under penalty of perjury that the foregoing is true and correct and that this declaration is executed on August 31, 1977 at San Francisco, California.

/s/ William A. Newsom, Jr.
William A. Newsom, Jr.

Statement of Attorney
Regarding Bond

4. Bond is waived

Date: August 31, 1977

/s/ Brennan J. Newsom
(signature of attorney
for estate)

* * *

Attachment No. Two

Item No.	Description	Appraised Value
1.		

Community Property—Stock

3. Beneficial interest in 220 shares of Squaw Valley Improvement Corporation Stock, held in a Voting Trust, and evidenced by a Voting Trust Certificate in the names of the decedent and his surviving spouse. This corporation is a closely-held California corporation.

Value at date of death $569,085.00

* * *

Attachment No. Two

1.

Separate Property—Stocks & Bonds

7. Beneficial interest in 1 share of Squaw Valley Improvement Corporation Stock, held in a Voting Trust, and evidenced by a Voting Trust Certificate in the name of the decedent alone. This corporation is a closely held California corporation.

Value at date of death	$ 2,586.75
Community property total	$887,754.00
Separate property total	$101,264.80
Total attachment two	$989,018.80

APPENDIX V

Law Offices Of
Leland, Parachini, Steinberg,
Flinn, Matzger & Melnick
333 Market Street, 27th Floor
San Francisco, California 94105
Telephone (415) 957-1800

Harvey L. Gould

July 29, 1981

Mr. Edward Ottonello
Probate Department
City Hall
400 Van Ness Avenue
San Francisco
California 94102

Re: Estate of Christine A. Newsom
Action Number: 223 586
and
Estate of William A. Newsom, Sr.
Action Number: 217 391

Dear Mr. Ottonello:

This will confirm our conversation of July 29, during which you advised me that the various Petitions relating to the above Estates presently noticed for hearing on Friday, July 31, will not proceed to hearing on that date since the court is not in session on Fridays with respect to estate matters. You explained that what will happen is that on Friday the various Petitions will simply be rescheduled for hearing on an alternate date. I explained to you that Mr. David Flinn of our office is handling these matters on behalf of our clients, Barbara Newsom, Sharon Mohun and Patrick Newsom, but Mr. Flinn is presently on vacation. He is not due back until August 12 and, according to his calendar, is already rather heavily booked during the week of August 17. Any consideration that you might be able to give to his calendar commitments would certainly be appreciated and in that regard, if it is at all possible to schedule the various hearings during the

week of August 24, it appears that he would be able to personally handle the hearings. In this regard, it is my understanding that, on behalf of our clients, Mr. Flinn does intend to file objections to the various Petitions.

A further complicating factor is that several of the notices which we recently received refer to Petitions filed on July 10. When somebody from our office was at the court on July 28, he was told that the various papers filed in connection with these recent Petitions are not presently available for copying as they are somewhere "in transit" between the Clerk's office and the Probate Department. Accordingly, we are thus in the position of not being able to meaningfully respond to various of the Petitions, in any event, for the simple reason that we have not been able to see the documents filed in their support. Once the new hearing date is set, we will hopefully be in a position to be able to procure a copy of a full set of all pertinent documents. Should we encounter any difficulty in obtaining a copy of those documents, we may be in touch with you further to solicit your cooperation in assisting us in that connection.

Thank you for your help in clarifying the status of these various Petitions.

Very truly yours,

/s/ Harvey L. Gould

Harvey L. Gould

kah

cc: Brennan J. Newsom, Esq.
Honorable William A. Newsom, Jr.
Lawrence B. Silver, Esq.

I spoke with Mr. Gould on 7-30-81. He informed me that the petition for fees for extraordinary services would not be opposed. The petition for statutory fees on account *will* be opposed and that matter is continued to 8-10-81.

Dated 7-31-81

Ed Ottonello

APPENDIX W

The annexed instrument is a correct copy of the original
in my office attest-certified January 4, 1989
by Uranie Fung
Deputy Clerk
[Seal]

Harvey L. Gould
Leland, Parachini, Steinberg,
Flinn, Matzger & Melnick
333 Market Street, Suite 2700
San Francisco, CA 94105
Telephone (415) 957-1800

Attorneys for Respondents,
Barbara Newsom, Sharon Mohun
and Patrick Newsom

Superior Court of California
County of San Francisco
No. 217391

[Filed August 6, 1981]

Estate of
William A. Newsom, Sr.,
Deceased.

Objection to Petition of Attorney's Fees on
Account and Request for Continuance

Hearing
Date: 8-10-81
Time: 9:00 am

Respondents, Barbara Newsom, Sharon Mohun and Patrick Newsom, in objection to the petition for allowance of attorney's fees on account filed by Brennan J. Newsom in the above-entitled matter and by way of request for continuance of the hearing on said petition, state as follows:

1. Respondents are three of the six beneficiaries of the subject estate (each being a child of the decedent), and as

such are entitled to inherit and thus to receive upon distribution a one-sixth interest in the estate, or a total among them of one-half of the estate.

2. Respondents object to the petition for allowance of attorney's fees upon the following grounds:

(a) The executor has not approved the petition;

(b) Said petition is premature in that there are no accountings before the Court from which it can be concluded that necessary legal services were rendered or, if rendered, were competently rendered, petitioner having failed despite numerous requests by respondents and by the executor to prepare such an accounting; the decedent died on March 4, 1977, and an accounting in the estate is long overdue;

(c) Respondents are informed and believe that petitioner has been guilty of negligence in the performance of his duties and of breach of fiduciary obligations by the use of estate assets for his own uses and purposes in a number of various transactions, the specifics of which could only adequately and fully be pleaded and proved herein by David B. Flinn, and respondents pray leave to amend this objection appropriately after Mr. Flinn's return from vacation.

3. Respondents believe that upon the filing of an accounting in the estate they will be entitled to have petitioner surcharged, and believe that the surcharge will exceed the amount of petitioner's one-sixth share of the estate. If the subject petition is granted respondents fear that the further dimunition of assets in the estate will accordingly jeopardize their chances of receiving the full inheritance to which they are entitled.

The attorney who has handled the estate and related matters for Respondents is David B. Flinn. Mr. Flinn is now on vacation and is not due to return to this office until the week of August 10. According to his calendar he has commitments the week of August 17 which may require his

travel. Mr. Flinn is the only attorney in the law firm with sufficient familiarity with these matters to fairly represent Respondents' interests regarding the Petition to which this Objection is in reply. A continuance in the hearing of this Petition for several weeks will not cause any prejudice herein.

Wherefore, Respondents respectfully pray that the hearing on the petition of Brennan J. Newsom for allowance of attorney's fees on account be continued to August 24, 1981, and that when heard, said petition be denied, and for such other and further relief as the Court deems proper.

Dated: August 4, 1981.

Leland, Parachini, Steinberg,
Flinn, Matzger & Melnick

By /s/ Harvey L. Gould
Harvey L. Gould
Attorneys for Respondents—
Barbara Newsom, Sharon
Mohun and Patrick Newsom

Proof of Service By Mail—
CCP 1013a, 2015.5

I declare that: I am employed in the county of San Francisco, California. I am over the age of eighteen years and not a party to the within cause; my business address is 333 Market Street, Suite 2700, San Francisco, California. On August 5, 1981 I served the attached Objection to Petition for Allowance of Attorney's Fees on Account and Request for Continuance on the parties in said cause, by placing a true copy thereof enclosed in a sealed envelope with postage thereon fully prepaid, in the United States mail at San Francisco, California, addressed as follows:

Brennan J. Newsom, Esq.
950 Battery Street
San Francisco, California 94111

Lawrence B. Silver, Esq.
Feldman, Waldman & Kline
2700 Russ Building
235 Montgomery Street
San Francisco, California 94104

I decare under penalty of perjury that the foreging is true and correct and that this declaration was executed on August 5, 1981 at San Francisco, California

/s/ Kathleen Hile
Kathleen Hile

APPENDIX X

The annexed instrument is a
correct copy of the original
on file in my office
attest-certified January 4, 1989
By Uranie Fung
Deputy Clerk

Harvey L. Gould, Esq.
Leland, Parachini, Steinberg,
Flinn Matzger & Melnick
333 Market Street, 27th Fl.
San Francisco, CA 94105
Telephone (415) 957-1800

Attorneys for Respondent
Barbara Newsom, Sharon Mohun
and Patrick Newsom

Superior Court of the
State of California
City and County of
San Francisco

No. 217391

[Filed August 10, 1981]

Estate of William A. Newsom, Sr.
Deceased.

Notice of Continuance

To All Parties Herein and to Their Respective Counsel of Record:

Please take notice that the Hearing on the Petitions of Brennan J. Newsom for attorneys fees, most recently scheduled for hearing on Monday, August 10, 1981, has been continued for Hearing to

Wednesday, September 30, 1981 at the hour of 9:00 a.m. in the Probate Department of the above-entitled court.

Dated: September 7, 1981.

Leland, Parachini, Steinberg,
Flinn, Matzger & Melnick

By /s/ Harvey L. Gould
Harvey L. Gould
Attorney for Respondents

Proof of Service By Mail—
CCP 1013a, 15.5

I declare that: I am employed in the county of San Francisco, California. I am over the age of eighteen years and not a party to the within cause; my business address is 333 Market Street, Suite 2700, San Francisco, California. On August 7, 1981, I served the attached Notice of Continuance on the parties in said cause, by placing a true copy thereof enclosed in a sealed envelope with postage thereon fully prepaid, in the United States mail at San Francisco, California, addressed as follows:

Brennan J. Newsom, Esq.
950 Battery Street
San Francisco, CA 94111

Lawrence B. Silver, Esq.
Feldman, Waldman & Kline
2700 Russ Building
235 Montgomery Street
San Francisco, CA 94104

Edwin C. Shiver, Esq.
Shiver & Stadum
505 Sansome Street, Suite 1100
San Francisco, CA 94111

I declare under penalty of perjury that the foregoing is true and correct, and that this declaration was executed on August 7, 1981 at San Francisco, California.

/s/ Kathleen Hile
Kathleen Hile

APPENDIX Y

Shiver & Stadum
Attorneys at Law
Suite 1100
505 Sansome Street
San Francisco, California 94111
Telephone (415) 956-2400

September 25, 1981

Honorable John A. Ertola
Judge of the Superior Court
Department 6, City Hall
San Francisco County Superior
Court, Room 336
San Francisco, California 94102

Re: Estates of William/Christine Newsom
San Francisco County
Nos. 217391/223586

Dear Judge Ertola:

As special counsel for the Executor in the two referenced Estates, this letter will confirm that by agreement between counsel for the Executor and for the Objectors, the Petitions for allowance on account of fees filed by Brennan J. Newsom, Esq., now set for hearing on September 30, 1981, shall be removed from the Probate Court calendar, subject to being reset upon appropriate notice.

Very truly yours,

/s/ Edwin C. Shriver
Edwin C. Shriver

ECS/cdt
cc: David B. Flinn, Esq.
Brennan J. Newsom, Esq.
Honorable William A. Newsom, Jr.

APPENDIX Z

The Annexed Instrument
is a Correct Copy of the
Original on File in My Office
Attest-Certified January 4, 1989
By Uranie Fung
Deputy Clerk

Brennan J. Newsom, Esq.
950 Battery Street, Suite 300-A
San Francisco, California 94111
Telephone: (415) 421-7876

Attorney for Executor
Superior Court Of The State
Of California
For The City and County
of San Francisco

[Filed September 28, 1981]

Estate of
William A. Newsom,
Deceased.

No. 217, 391 Probate Dept.
Second Account and Report of
Executor And Petition For Its
Settlement

Petitioner, William A. Newsom, Jr., Executor of the will of the above named decedent, hereby presents his second account and report of the administration of the estate for the period March 14, 1979 to and including June 10, 1981 and alleges:

Accounting: Attachment 1, made a part hereof, is a statement of the receipts and disbursements of the estate for the period stated above. Vouchers evidencing payment of disbursements are held by executor and are available for inspection.

Assets on Hand. Schedule 5 of Attachment 1 is a statement of the assets of the estate as of June 10, 1981.

Wherefore, petitioner prays that the account and report be settled, allowed and approved, and all acts and transactions of petitioner set forth therein or relating to the matters set forth therein be ratified, confirmed and approved, and for all other proper orders.

Dated: Sept. 23, 1981

/s/ William A. Newsom, Jr.
William A. Newsom, Jr.

I declare under penalty of perjury that the foregoing is true and correct and that this declaration is executed on September , 1981 at San Francisco, California.

/s/ William A. Newsom Jr.
William A. Newsom Jr.

APPENDIX AA

Law Offices of
Leland, Parachini, Steinberg, Flinn,
Matzger & Melnick
333 Market Street - 27th Floor
San Francisco, California 94105
Telephone: (415) 957-1800

David B. Flinn

October 12, 1981

Superior Court
City Hall
400 Van Ness Avenue
San Francisco, CA 94102

Attention: Mr. Ed Otonello, [sic]
Probate Examiner

Re: Estate of William A. Newsom,
No. 217391
Estate of Christine A. Newsom,
No. 223586
Hearing Date: October 15, 1981

Gentlemen:

Enclosed are an original and one copy each of our objections to the executor's accounts in the above matters, both of which are on the October 15, 1981 calendar.

After the objections are filed, please return the copies to us, endorsed "Filed," in the enclosed envelope.

Thank you.

Sincerely,

/s/ David B. Flinn
David B. Flinn

DBF:js

Enc.

APPENDIX BB

The Annexed Instrument
is a Correct Copy of the
Original on File in My Office
Attest-Certified January 4, 1989
By Uranie Fung
Deputy Clerk

David B. Flinn
Leland, Parachini, Steinberg,
Flinn, Matzger & Melnick
333 Market Street, Suite 2700
San Francisco, CA 94105
Telephone: (415) 957-1800

Attorneys for Objectors

Superior Court of California

County of San Francisco

[Filed October 15, 1981]

No. 217,391

Estate of
William A. Newsom,
Deceased.

Objection to Second Account
and Report of Executor

Hearing Date: October 15, 1981

Time: 9:00 a.m.
Probate Department

Barbara Newsom, Sharon Mohun and Patrick Newsom object to the second account and report of executor filed on September 25, 1981 on the ground that said accounting takes credit for disbursements made with relation to the Nicasio property which were in fact receipts, and on the further ground that these objecting parties are unable to determine from the descriptions

contained in said accountings whether or not the other items are fully and truly reflective of actual events and/or reflect proper items of receipt or disbursement.

Dated: October 12, 1981

Leland, Parachini, Steinberg,
Flinn, Matzger & Melnick

By /s/ David B. Flinn
David B. Flinn

Attorneys for Objectors

Proof of Service by Mail—
CCP 1013A, 2015.5

I declare that: I am employed in the county of San Francisco, California. I am over the age of eighteen years and not a party to the within entitled cause; my business address is: 333 Market Street, Suite 2700, San Francisco, CA 94105. On October 12, 1981, I served the attached Objection to Second Account and Report of Executor on the parties in said cause, by placing a true copy thereof enclosed in a sealed envelope with postage thereon fully prepaid, in the United States mail at San Francisco addressed as follows:

Brennan J. Newsom, Esq.
950 Battery Street, Suite 300-A
San Francisco, CA 94111

I declare under penalty of perjury that the foregoing is true and correct, and that this declaration was executed on October 12, 1981, at San Francisco, California.

/s/ Jane Simoneaux
Jane Simoneaux

APPENDIX CC

The Annexed Instrument
is a Correct Copy of the
Original on File in my Office
Attest-Certified January 4, 1989
By Uranie Fung
Deputy Clerk

David B. Flinn
Leland, Parachini, Steinberg,
Flinn, Matzger & Melnick

333 Market Street, Suite 2700
San Francisco, CA 94105

Telephone: (415) 957-1800

Attorneys for Objectors

Superior Court of California

County of San Francisco

[Filed October 15, 1981]

No. 223,586

Estate of
Christine A. Newsom,
Deceased.

Objection to First Account
and Report of Executor

Hearing Date: October 15, 1981

Time: 9:00 a.m. Probate Dept.

Barbara Newsom, Sharon Mohun and Patrick Newsom object to the first account and report of executor filed on September 25, 1981 on the ground that said accounting takes credit for disbursements made with relation to the Nicasio property which were in fact receipts, and on the further ground that these objecting

parties are unable to determine from the descriptions contained in said accountings whether or not the other items are fully and truly reflective of actual events and/or reflect proper items of receipt or disbursement.

Dated: October 12, 1981

Leland, Parachini, Steinberg,
Flinn, Matzger & Melnick

By /s/ David B. Flinn
David B. Flinn
Attorneys for Objectors

Proof of Service By Mail—
CCP 1013A, 2015.5

I declare that: I am employed in the county of San Francisco, California. I am over the age of eighteen years and not a party to the within entitled cause; my business address is: 333 Market Street, Suite 2700, San Francisco, CA 94105. On October 12, 1981, I served the attached Objection to First Account and Report of Executor on the parties in said cause, by placing a true copy thereof enclosed in a sealed envelope with postage thereon fully prepaid, in the United States mail at San Francisco addressed as follows:

Brennan J. Newsom, Esq.
950 Battery Street, Suite 300-A
San Francisco, CA 94111

I declare under penalty of perjury that the foregoing is true and correct, and that this declaration was executed on October 12, 1981, at San Francisco, California.

/s/ Jane Simoneaux
Jane Simoneaux

APPENDIX DD

The Annexed Instrument
Is a Correct Copy of the
Original on File in My Office
Attest-Certified January 4, 1989
By Uranie Fung
Deputy Clerk

David H. Melnick
Leland, Parachini, Steinberg,
Flinn, Matzger & Melnick
333 Market Street—27th Floor
San Francisco, California 94105
Telephone: (415) 957-1800

Attorneys for Petitioners

Superior Court of California

City and County of San Francisco

No. 217 391

[Filed March 28, 1983]

Estate of William Newsom
Deceased.

Petition to Compel Accounting and Final Distribution
(Probate Code Sections 922 and 1025.5)

Petitioners, Sharon Mohun, Barbara Newsom and Patrick Newsom hereby allege:

1. That they are the children of the decedent and residuary legatees. They are persons interested in the above estate.

2. That the decedent died on March 4, 1977. Over 18 months have elapsed since the date of issuance of Letters Testamentary.

3. In July 1979 the executor of the estate through his attorney filed the First Account and Report covering a period from March 4, 1977 to March 13, 1979.

4. On September 25, 1981 the executor filed the Second Account and Report covering the period from March 14, 1979 to and including June 10, 1981.

5. No report or accounting has been filed since the Second Account.

6. Petitioners are informed and believe and on that information and belief allege that the estate is in a proper condition to be closed but that the executor has failed and declined to do so.

Wherefore, petitioners pray for an order directing the executor and his attorney to render full and verified account and report of his administration and compelling the executor to distribute the assets in the estate in accordance with the decedent's Last Will and Testament and for an order citing the executor to appear before the Court and show the condition of the estate and the reasons why the estate cannot be distributed and closed.

Petitioners further pray that if the executor fails to take such action within ten days of the rendition of the Order, that the executor be removed as executor and that a new executor be appointed in his place. That if necessary the Court compel the accounting by attachment as provided in Probate Code Section 922 and order a reduction in fees pursuant to Probate Code Section 1025.5.

Dated: March 21, 1983

Leland, Parachini, Steinberg,
Flinn, Matzger & Melnick

By /s/ David H. Melnick
David H. Melnick

Memorandum of Points and Authorities
Probate Code section 922
Probate Code section 1025.5

Verification

The undersigned declares:

I am one of the petitioners in the above entitled matter. I have read the foregoing Petition To Compel Accounting And Final Distribution and know the contents thereof. The same is true of my own knowledge except as to matters which are stated on my information and belief, and as to those matters I believe it to be true.

Executed on March 10, 1983 at 18-6th Ave., San Francisco, California under penalty of perjury.

/s/ Barbara Newsom

Verification

The undersigned declares:

I am one of the petitioners in the above entitled matter. I have read the foregoing Petition To Compel Accounting And Final Distribution and know the contents thereof. The same is true of my own knowledge except as to matters which are stated on my information and belief, and as to those matters I believe it to be true.

Executed on March 11, 1983 at 7 Jordan, San Francisco, California under penalty of perjury.

/s/ Sharon Newsom Mohun

Verification

The undersigned declares:

I am one of the petitioners in the above entitled matter. I have read the foregoing Petition to Compel Accounting and Final Distribution and know the contents thereof. The same is true of my own knowledge except as to matters which are stated on my information and belief, and as to those matters I believe it to be true.

Executed on March 15, 1983 at 232 N. Canon Dr., Beverly Hills, California under penalty of perjury.

/s/ Patrick Newsom

APPENDIX EE

The Annexed Instrument
is a Correct Copy of the
Original On File In My Office
Attest-Certified January 4, 1989
By Uranie Fung
Deputy Clerk

Brennan J. Newsom
950 Battery Street
Suite 300 A
San Francisco, California 94111
Telephone: (415) 421-7876

Shiver & Stadum
505 Sansome Street
Suite 1100
San Francisco, California 94111
Telephone: (415) 956-2400

Attorneys for Executor

California Superior Court

City and County of San Francisco

[Filed May 17, 1983]

No. 217391

In the Matter of the Estate of:

William A. Newsom, Deceased.

Hearing Date:
May 23, 1983

Amended Final Account and Report and
Petition for Final Distribution
and for Allowance of Compensation
for Extraordinary Services

Petitioner, William A. Newsom, Jr., personal representative of the Estate of Christine A. Newsom, deceased, requests orders approving the following Amended Final Account and Report, and

for final distribution of this Estate, which incorporates and modifies the original Final Account and Report and Petition, etc., filed April 12, 1983, as amended, and alleges:

* * *

14. Statutory Compensation: Compensation to petitioner for his ordinary services as executor and for the ordinary services of Brennan J. Newsom, Esq., attorney for petitioner, is computed as set forth in Attachment One, Schedule 5. As further described in Attachment One, Schedule 6, and by the separate Petition regarding ordinary and extraordinary commissions and fees attached hereto as Attachment Two after crediting all payments received on account of commissions and fees for ordinary services, and debiting all payments to others retained to provide or assist in providing such ordinary services, the balance of compensation due for ordinary services is as follows:

a. For petitioner, as personal representative, total commissions allowed of $18,530.05, less $10,850.00 previously received on account, for a balance presently due of $7,680.05.

b. For petitioner's attorney, total fees allowed $18,530.05, less $10,202.95 previously received on account or debited for payments on account to others, for a balance due of $8,327.10.

15. Compensation for Extraordinary Services: The accompanying Petition attached as Attachment Two describes the extraordinary services performed for the Estate over a period in excess of five (5) years by petitioner as the personal representative, and by Brennan J. Newsom, Esq. as petitioner's attorney.

* * *

Petitioner therefore requests the following compensation for extraordinary services:

a. For petitioner, the amount of $16,700.00 for his commissions for his extraordinary services as described in Attachment Two.

b. For petitioner's attorney, the amount of $15,400.00 as the balance due for fees for his extraordinary services, after the setoffs described above, as also set forth in Attachment Two.

* * *

19. Proposed Final Distribution: Pursuant to the terms of the will of the decedent admitted to probate herein, and subject to the waiver of Carole Ann Onorato described in paragraph 10 of this Petition, above, the balance of the Estate on hand as shown in the Final Account and Report should be distributed as set forth in Attachment One, Schedule 8.

Wherefore, petitioner prays for judgment and orders as follows:

* * *

4. That the following amounts be ordered paid from the residue of the Estate on account of the balances due for ordinary and extraordinary fees and commissions:

a. To petitioner, as the balance due on his ordinary commissions, the sum of $7,680.05;

b. To petitioner's attorney, as the balance due on ordinary fees, the sum of $8,327.10;

c. To petitioner, as commissions for his extraordinary services, the sum of $16,700.00;

d. To petitioner's attorney, as the net balance of fees for his extraordinary services, the sum of $15,400.00; and

5. for all other proper orders.

Dated: May 10, 1983.

/s/ William A. Newsom, Jr.
William A. Newsom, Jr.
Petitioner

Brennan J. Newsom
Shiver & Stadum

By /s/ Brennan J. Newsom
Attorneys for Petitioner

Verification

I, William A. Newsom, Jr., declare under penalty of perjury under the laws of California that the foregoing is true and correct and that this declaration was executed at San Francisco, California, on May 10, 1983.

/s/ William A. Newsom
William A. Newsom

APPENDIX FF

The Annexed Instrument
is a Correct Copy of the
Original on File in My Office
Attest-Certified January 4, 1989
By Uranie Fung
Deputy Clerk

Brennan J. Newsom
950 Battery Street
Suite 300 A
San Francisco, California 94111
Telephone: (415) 421-7876

Shiver & Stadum
505 Sansome Street
Suite 1100
San Francisco, California 94111
Telephone: (415) 956-2400

Attorneys for Executor

California Superior Court
City and County of San Francisco

[Filed May 17, 1983]

No. 217391

In the Matter of
the Estate of:

William A. Newsom,
Deceased.

Declaration of Executor Regarding
Extraordinary Services
[Probate Code § 902]

Petitioner, as the only duly-appointed and serving Executor for the above-named Estate, has rendered to the Estate during the pendency of these probate proceedings extraordinary services of

the nature described in Section 902 of the Probate Code, the summary details of which are set forth below.

The above-entitled Estate proceeding and that of In the Matter of the Estate of Christine A. Newsom, deceased, California Superior Court, City and County of San Francisco, Probate No. 223586, are interrelated. The decedents were the parents of the Petitioner and Executor. The extraordinary services performed, detailed below, were from their nature substantially performed concurrently in both such Estates. Therefore, while the total approximate hours required for such services are set forth without allocation, the compensation requested for such conjoint services has been allocated evenly between the two Estates, and thus only one-half thereof is requested in this particular proceeding, as such efforts were devoted for all practical purposes equally as between the two Estates, and no other more practical allocation is appropriate:

Nature of Services Requested	**Fee**
1. Participation both as representative and as a party in extended litigation involving Estate from April, 1980, to June, 1981, arising out of alleged overbid in November, 1979, by K. Frankel and Earth & Shelter Realty, concerning interest of Estate in real property at Nicasio, Marin County, California, and previous agreement of sale for interest of Estate to Mr. and Mrs. C. Rawnsley as original bidders; involving periodic participation in discovery, including personal deposition and document production for entire day, ongoing consultations with special counsel, meetings with parties in settlement negotiations; supervising successful efforts to settle separate action against Estate and others brought by Rawnsleys in Marin County Superior Court; review and execution of various documents involved in both litigation proceedings. Total services consumed approximately 100 hours over 19 months.	$ 3,000

Nature of Services Requested	Fee
2. Supervision of original purchases and subsequent profitable sales of real property interests in Nicasio, Marin County (separate from litigation described in paragraph 1, above); including travel for and numerous meetings (seven (7) for one particular sale alone) with counsel, real estate brokers, prospective buyers; review and execution of necessary documents, other involvement in sales negotiations. Total services required approximately 100 hours over period in excess of three (3) years.	$ 1,500
3. Supervision of renegotiation of prior sale and land security as to one of the sales of Estate interests in real property at Nicasio, Marin County, California, in 1981; supervise collection of purchase money obligations from sales and discussions about possible adjustments; related conferences with counsel, accountants, other parties involved, real estate brokers. Total services required approximately 15 hours.	$ 750
4. Supervision of recent steps taken to protect Estate's interest in secured note obligation on part of Nicasio real property (see paragraphs 2 and 3, above) after purchasers/borrowers' present default in final installment payment on December 15, 1982; including collection of and review of documents, consultation with counsel, accountant for Estate, real estate broker, deed of trust trustee. Total services to date have required approximately 10 hours. (Allocation as to other interests separate from Estate.)	$ 500
5. Conference (approximately five (5) separate meetings) with accountants and counsel for Estate in connection with preparation and audit of federal estate tax return and determination of Estate's tax liabilities, including consultations over negotiation of value of decedent's interest in closely-held corporation, review of counsel's documents setting forth positions, counsel's negotiations with the Internal Revenue Service (involving resultant tax savings). Total services required approximately 12 hours.	$ 600

Nature of Services Requested	Fee
6. Various personal conferences, telephone conferences, correspondence, consultation with counsel for Estate, in collection and allocations of obligations owed to Estate; resolving disputes concerning such obligations; supervising allocations of receipts among Estate and others involved, with related communications with other parties, counsel for Estate, and accountant for Estate, over such matters. Total services over several years at various times have required approximately 40 hours. (Allocation as to other interests, separate from those Estate.)	$ 2,000
7. Negotiations; related conferences, telephone communications, correspondence, review of documents, with and between heirs on obligations involved with closely-held real estate investment corporation involving Estate, and various heirs individually, bank loans, renunciation of a [sic] heir's interest in Estate in partial resolution of certain aspects of such obligations and disputes over them. Total services over serveral [sic] years have required approximately 30 hours. (Allocated as to other interests, separate from those of Estate.)	$ 1,500
8. Conferences with counsel, special tax counsel, and accountants for Estate, on determination of decedent's personal income tax liabilities and the fiduciary income tax liability of Estate; review of returns prepared, review of negotiations with the Internal Revenue Service. Total services required approximately 15 hours over a number of months.	$ 750
9. Consultations with accountant for estate and other accountants, counsel, tax counsel concerning Estate's interest in closely-held real estate investment corporation; adjustments of obligations between Estate and corporation, and individual interests of heirs; review and execute various related documents. Total services required approximately 20 hours for period in excess of two years.	$ 1,000

Nature of Services Requested	Fee
10. Conferences, meetings, travel (three (3) separate conferences at Tahoe City CA alone) in connection with improvements to, marketing of property at Alpine Meadows CA; including conferences with counsel, accountant, contractor's representatives, in settlement of construction in lien disputes; handling sucessful [sic] profitable sale of property, meetings with prospective buyers and real estate brokers. Total services required approximately 40 hours.	$ 2,000
11. Conferences and meetings in settlement of disputes concerning well spring drilling equipment (as to interests of Estate); successfully arranged for sale equipment (allocation as to other interests, separate from Estate). Allocated services of approximately 10 hours.	$ 500
12. Conferences, meetings, consultation with special counsel for Estate, dealing directly with property owners, in connection with foreclosure of security on property in Truckee, CA, including full-day settlement negotiations in Truckee, CA. (Allocated as to other interests.) Total allocated services of approximately 12 hours.	$ 600
13. Conferences, meetings, consultations with legal counsel, on renegotiation of security foreclosure on property in Sierra City, CA; meetings with debtors from San Jose, CA; handling advertising of sale; meetings with prospective buyers, real estate brokers; meetings with tax counsel on tax consequences of renegotiated debt, sale, to Estate. Total services required approximately 40 hours.	$ 2,000
Total	$16,700

I, William A. Newsom, Jr., the Petitioner and Executor in the above-entitled proceeding, declare under penalty of perjury under the laws of California that I have read the foregoing schedule and summary description of extraordinary services performed by me as the duly-appointed and serving personal representative of the above-named Estate, and that the same is true and correct.

Executed at San Francisco, California, on May 10, 1983.

/s/ William A. Newsom, Jr.
William A. Newsom, Jr.

APPENDIX GG

The Annexed Instrument
Is a Correct Copy Of The
Original On File In My Office
Attest-Certified January 4, 1989
By Uranie Fung
Deputy Clerk

Brennan J. Newsom
950 Battery Street, Suite 300 A
San Francisco, California 94111
Telephone: (415) 421-7876

Shiver & Stadum
505 Sansome Street, Suite 1100
San Francisco, California 94111
Telephone: (415) 956-2400
Attorneys for Executor

California Superior Court
City And County Of San Francisco

[Filed May 23, 1983]

No. 217391

In the Matter of
the Estate of:
William A. Newsom,
Deceased.

Stipulation For Waiver of
Extraordinary Commissions and
Fees and of Objections to
Amended Final Account

It is hereby Stipulated between Edwin C. Shiver, Esq., Shiver & Stadum, counsel of record for William A. Newsom, Jr., and Brennan J. Newsom, executor and attorney for executor in the above-entitled estate and also two of the five distributive heirs thereof, and David H. Melnick, Esq., Leland, Parachini, Stein-

berg, Flinn, Matzger & Melnick, counsel of record for Barbara Newsom, Sharon Mohun, and Patrick Newsom, the remaining distributive heirs of the above-entitled estate, as follows:

1. William A. Newsom, Jr., as executor, and Brennan J. Newsom, as his counsel, hereby waive in their entireties their respective applications for allowance and payment to them of any commissions or fees for extraordinary services to the estate, thereby agreeing that the judgment or order of this court for the final distribution of this estate shall not award any such extraordinary commissions or fees whatsoever.

2. Subject to the following proviso, the distributive heirs agree that the amended final account filed herein may be submitted to the court for confirmation and settlement, without objection from any such distributive heirs; provided, that because he is travelling outside the United States, counsel for Patrick Newsom has been unable to contact such heir to confirm that such heir has no objection to such account; and, provided further, that the executor represents that he spoke with Patrick Newsom by international telephone on May 18, 1983, and that Patrick Newsom stated that he would adopt the position of his co-heir and sister, Barbara Newsom. As stated above, pursuant to this Stipulation Barbara Newsom interposes no objections to such account.

3. Counsel for the executor shall submit to the court a modified form of proposed Judgment Settling Amended Final Account, etc., and Order for Final Distribution, in the form attached as Exhibit A, to reflect the waivers contained in paragraph 1 above. Execution of this Stipulation by counsel for Barbara Newsom, Sharon Mohun, and Patrick Newsom shall not signify their confirmation or verification of any of the matters stated by the executor in the Amended Final Account and Report, etc., and Petition for Final Distribution, etc., or the original Final Account and Report, etc., filed in this proceeding, or approval of the contents of Exhibit A hereto except as to form; but, shall be limited to the matters set forth in paragraph 2 of this Stipulation, preceding, as therein qualified.

Dated: May 20, 1983.

Shiver & Stadum
Edwin C. Shiver

By /s/ Edwin C. Shiver
Edwin C. Shiver, Esq.

Attorneys William A. Newsom, Jr.
and Brennan J. Newsom

Leland, Parachini, Steinberg,
Flinn, Matzger & Melnick

By /s/ David H. Melnick
David H. Melnick, Esq.

Attorneys for Barbara Newsom,
Sharon Mohun, and Patrick
Newsom

APPENDIX HH

The Annexed Instrument
Is a Correct Copy of the
Original On File In My Office
Attest-Certified January 4, 1989
By Uranie Fung
Deputy Clerk

Brennan J. Newsom
950 Battery Street
Suite 300 A
San Francisco, California 94111
Telephone: (415) 421-7876

Shiver & Stadum
505 Sansome Street
Suite 1100
San Francisco, California 94111
Telephone: (415) 956-2400

Attorneys for Executor

California Superior Court
City and County of San Francisco

[Filed May 23, 1983]

No. 217391

In the Matter of the Estate of:

William A. Newsom,
Deceased.

Judgment Settling Amended Final
Account and Report of Executor and
Order for Final Distribution

William A. Newsom, Jr., as executor of the estate of the above-named decedent, having filed his amended final account, report, and petition for its settlement and for final distribution, and the amended account, report, and petition for final distribution com-

ing on May 23, 1983 regularly for hearing in the Probate Department of the above-entitled Court, the Court finds as follows:

* * *

14. The executor and the attorney for the executor have each waived their respective applications for additional compensation for extraordinary services. Therefore, no extraordinary commissions shall be paid to the executor and no extraordinary fees shall be paid to the attorney for the executor.

* * *

Dated: May 23, 1983.

/s/ William E. Mullins
William E. Mullins
Judge of the Superior Court

APPENDIX II

Placer County Recorder's General Index
Grantors and Grantees
N 13
Date 12 31 1976 Page 105
Year-To-Date

Account Number	Date Filed		Grantor, Grantee, Etc. (E) Denotes Grantee	Cross Reference Name	Title	Series Number	Book	Page
318147	11/16/73	E	Newsom William A Jr	Bartlett Mary Louise	Deed	30994	01533	351
318151	11/16/73	E	Newsom William A Jr	Blackwell Donald M	Deed	30995	01533	353
318155	11/16/73	E	Newsom William A Jr	Blackwell Neysa	Deed	30995	01533	353
318159	11/16/73	E	Newsom William A Jr	Blackwell Clifta G	Deed	30996	01533	355
318163	11/16/73	E	Newsom William A Jr	Blackwell Marion J	Deed	30996	01533	355
318166	11/16/73		Newsom William A Jr	Blackwell Clifta G	Trust Deed	30997	01533	356
318168	11/16/73		Newsom William A Jr	Blackwell Marion J	Trust Deed	30997	01533	356
318174	11/16/73		Newsom William A Jr	Bartlett Everett P	Trust Deed	30998	01533	358
318176	11/61/73		Newsom William A Jr	Bartlett Mary Louise	Trust Deed	30998	01533	358
318182	11/61/73		Newsom William A Jr	Blackwell Donald M	Trust Deed	30999	01533	360
318184	11/16/72		Newsom William A Jr	Blackwell Neysa	Trust Deed	30999	01533	360
448737	09/11/74		Newsom William A Jr	Sabre Motamedi Farama	Deed	23531	01592	244
448740	09/11/74	E	Newsom William A Jr	Motamedi Fred S	Deed	23532	01592	245
448741	09/11/74		Newsom William A Jr	Harvey David Thomas	Deed	23533	01592	246
448743	09/11/74		Newsom William A Jr	Harvey Judith Louise	Deed	23533	01592	246
448746	09/11/74	E	Newsom William A Jr	Harvey David Thomas	Trust Deed	23534	01592	247
448748	09/11/74	E	Newsom William A Jr	Harvey Judith Louise	Trust Deed	23534	01592	247
448749	09/11/74		Newsom William A Jr	Spence Arlene J	Asgt Tr Deed	23535	01592	248

(Continued on following page)

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Account Number	Date Filed		Grantor, Grantee, Etc. (E) Denotes Grantee	Cross Reference Name	Title	Series Number	Book	Page
448751	09/11/74		Newsom William A Jr	Spence Clarence	Asgt Tr Deed	23535	01592	248
452720	09/18/74	E	Newsom William A Jr		Reconveyance	24321	01594	003
583138	07/23/75		Newsom William A Jr	Bullock E D Prtn	Abst Judg	18264	01655	587
583140	07/23/75		Newsom William A Jr	Bullock Virginia M Prtn	Abst Judg	18264	01655	587
583142	07/23/75		Newsom William A Jr	National Mercantile Agc	Abst Judg	18264	01655	587
815794	09/28/76	E	Newsom William A Jr		Reconveyance	31097	01766	387
815796	09/28/76	E	Newsom William A Jr		Reconveyance	31098	01766	388
840277	11/02/76	E	Newsom William A Jr	Harvey David Thomas	Trust Deed	35976	01777	641
840279	11/02/76	E	Newsom William A Jr	Harvey Judith Louise	Trust Deed	35976	01777	641
848077	11/16/76		Newsom William A Jr	Cal St Benefit Payments	Tax Lien	37609	01781	541

Placer County Recorder's General Index
Grantors and Grantees
N 12
Date 12 31 1979 Page 10,092
Year-To-Date

Account Number	Date Filed		Grantor, Grantee, Etc. (E) Denotes Grantee	Cross Reference Name	Title	Series Number	Book	Page
186162	09/21/77		Newsom William	Placer Cou	Satif P P Tax	36588	01888	022
186164	09/21/77		Newsom William	Placer Cou	Satif P P Tax	36589	01888	023
235286	11/23/77		Newsom William	Placer Cou	Judg P P Tax	47049	01913	216
235288	11/23/77		Newsom William	Placer Cou	Judg P P Tax	47050	01913	217
547841	01/02/79		Newsom William	Placer Cou	Judg P P Tax	00486	02069	486
547847	01/02/79		Newsom William	Placer Cou	Judg P P Tax	00488	02069	488
686092	07/02/79		Newsom William	Placer Cou	Satif P P Tax	28373	02140	590
731631	08/28/79		Newsom William		Req Nt Dflt	37036	02163	022
793460	11/08/79		Newsom William	Placer Cou	Judg P P Tax	49329	02193	327
011608	01/21/77	E	Newsom William A		Reconveyance	02408	01802	327
017600	01/31/77		Newsom William A	Williams Lithograph Co	Satif Judg	03625	01805	212
044176	03/14/77	E	Newsom William A		Reconveyance	08557	01817	060
081684	05/09/77		Newsom William A	Central Cal Fed S&L Asn	Nt Default	16310	01838	053
182432	09/16/77		Newsom William A	Merle Nancy M	Deed	35786	01885	700
182434	09/16/77		Newsom William A	Merle William E	Deed	35786	01885	700
182436	09/16/77		Newsom William A	Twardus George L	Deed	35786	01885	700
182438	09/16/77		Newsom William A	Twardus Jo Anne T	Deed	35786	01885	700
182457	09/16/77	E	Newsom William A	Merle Nancy M	Trust Deed	35789	01886	007
182459	09/16/77	E	Newsom William A	Merle William E	Trust Deed	35789	01886	007

(Continued on following page)

(Continued from previous page)

Account Number	Date Filed		Grantor, Grantee, Etc. (E) Denotes Grantee	Cross Reference Name	Title	Series Number	Book	Page
182461	09/16/77	E	Newsom William A	Twardus George L	Trust Deed	35789	01886	007
182463	09/16/77	E	Newsom William A	Twardus Jo Anne T	Trust Deed	35789	01886	007
182465	09/16/77		Newsom William A		Req Nt Dflt	35790	01886	009
182466	09/16/77	E	Newsom William A		Reconveyance	35791	01886	010
182468	09/16/77	E	Newsom William A	Central Cal Fed S&L Asn	Rel Asgt Rent	35792	01886	011
197994	10/06/77	E	Newsom William A	O Leary Mary Mabel Tr	Deed	38938	01893	495
197998	10/06/77	E	Newsom William A	O Leary Mary Mabel Tr	Deed	38938	01893	495
198001	10/06/77		Newsom William A	Placer S&L Assn	Trust Deed	38939	01893	497
199314	10/07/77		Newsom William A	Improvement Corp	Trust Deed	39257	01894	277

Placer County Recorder's General Index
Grantors and Grantees
B 13
Date 12 31 1979 Page 10,093
Year-To-Date

Account Number	Date Filed		Grantor, Grantee, Etc. (E) Denotes Grantee	Cross Reference Name	Title	Series Number	Book	Page
240458	12/02/77	E	Newsom William A	Rush James M Jr	Deed	48242	01915	658
240460	12/02/77	E	Newsom William A	Rush James M Sr	Deed	48242	01915	658
240462	12/02/77	E	Newsom William A	Rush James Michael Jr	Deed	48242	01915	658
240464	12/02/77	E	Newsom William A	Rush Vivian M	Deed	48242	01915	658
273073	01/18/78		Newsom William A	Placer S&L Assn	Trust Deed	02242	01932	088
289069	02/09/78		Newsom William A	Merle Nancy M	Deed	05389	01939	553
289071	02/09/78		Newsom William A	Merle William E	Deed	05389	01939	553
289073	02/09/78		Newsom William A	Twardus George L	Deed	05389	01939	553
289075	02/09/78		Newsom William A	Twardus Jo Anne T	Deed	05389	01939	553
425151	08/01/78	E	Newsom William A	Costantini Gloria L	Deed	31989	02007	230
425153	08/01/78	E	Newsom William A	Costantini Ottorino	Deed	31989	02007	230
425154	08/01/78		Newsom William A	Costantini Gloria L	Trust Deed	31990	02007	233
425156	08/01/78		Newsom William A	Costantini Ottorino	Trust Deed	31990	02007	233
425158	08/01/78		Newsom William A	Young S Elizabeth	Trust Deed	31991	02007	235
425160	08/01/78		Newsom William A	Young Samuel P	Trust Deed	31991	02007	235
627094	04/18/79		Newsom William A	Hofheimer Martha Est	Trust Deed	16344	02109	238
199316	10/07/77		Newsom William A Jr	Improvement Corp	Trust Deed	39257	01894	277
266357	01/10/78		Newsom William A Jr	Squaw Vly Impvt Corp	Trust Deed	01093	01929	205
432784	08/10/78		Newsom William A Jr	O Neal Raymond	Deed	33476	02010	685
731634	08/28/79		Newsom William A Jr		Req Nt Dflt	37037	02163	024

Placer County Recorder's General Index
Grantors and Grantees
D 15
Date 12 31 1982 Page 9,702
Year-To-Date

Account Number	Date Filed		Grantor, Grantee, Etc. (E) Denotes Grantee	Cross Reference Name	Title	Series Number	Book	Page
358460	03/20/80		Newsom Brennan John	Placer S&L Assn	Nt Default	11031	02238	035
300411	05/16/80		Newsom Brennan John	Placer S&L Assn	Cnc Nt Dflt	18850	02258	243
347657	03/24/81	E	Newsom Brennan J	Onorato Carole Anne	Deed	10887	02369	676
347661	03/24/81	E	Newsom Brennan J	Onorato F E	Deed	10887	02369	676
347665	03/24/84	E	Newsom Brennan J	Onorato Frederick E	Deed	10887	02369	676
368405	04/16/81	E	Newsom Brennan J	All Persons Unknown	Nt Pend	14514	02379	003
368409	04/16/81	E	Newsom Brennan J	Bank of Amer	Nt Pend	14514	02379	003
368413	04/16/81	E	Newsom Brennan J	Continental Aux Co	Nt Pend	14514	02379	003
368417	04/16/81	E	Newsom Brennan J	Phillips Morris	Nt Pend	14514	02379	003
368421	04/16/81	E	Newsom Brennan J	West Victor C	Nt Pend	14514	02379	003
368425	04/16/81	E	Newsom Brennan J	Wright Richard R	Nt Pend	14514	02379	003
664711	05/28/82	E	Newsom Brennan J	Phillips Morris E Jr	Deed	19559	02503	003
058462	03/20/80		Newsom Patricia	Placer S&L Assn	Nt Default	11031	02238	035
000413	05/16/80		Newsom Patricia	Placer S&L Assn	Cnc Nt Dflt	18850	02258	243
277201	12/23/80		Newsom William	Placer Cou	Satif P P Tax	50627	02339	450

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(Continued from previous page)

Account Number	Date Filed		Grantor, Grantee, Etc. (E) Denotes Grantee	Cross Reference Name	Title	Series Number	Book	Page
277203	12/23/80		Newsom William	Placer Cou	Satif P P Tax	50628	02339	451
277205	12/23/80		Newsom William	Placer Cou	Satif P P Tax	50629	02339	452
277207	12/23/80		Newsom William	Placer Cou	Satif P P Tax	50630	02339	453
641510	14/23/82		Newsom William	Placer Cou	Judg P P Tax	14913	02495	005
162722	08/15/80		Newsom William A	Placer S&L Assn	Nt Default	30103	02287	543
195376	09/24/80		Newsom William A		Req Nt Dflt	36027	02303	069
248020	11/20/80	E	Newsom William A	National Mercantile Agc	Req Dsmsl	45543	02326	232
263298	12/10/80		Newsom William A	Bank of Amer	Trust Deed	48449	02333	423
269763	12/18/80	E	Newsom William A		Reconveyance	49630	02336	540
303086	01/26/81		Newsom William A	Placer S&L Assn	Cnc Nt Dflt	03152	02351	167
347659	03/24/81	E	Newsom William A	Onorato Carole Anne	Deed	10887	02369	676
347663	03/24/81	E	Newsom William A	Onorato F E	Deed	10887	02369	676
347667	03/24/81	E	Newsom William A	Onorato Frederick E	Deed	10887	02369	676
668192	06/04/82	E	Newsom William A		Reconveyance	20223	02504	278
668213	06/04/82		Newsom William A		Req Nt Dflt	20227	02504	286
669376	06/08/82		Newsom William A	Newsom William A	Deed	20456	02504	711
669377	06/08/82	E	Newsom William A	Newsom William A	Deed	20456	02504	711
669378	06/08/82		Newsom William A	Scherer Anne	Deed	20456	02504	711
669380	06/08/82		Newsom William A	Scherer Paul R	Deed	20456	02504	711
698979	07/23/82	E	Newsom William A		Reconveyance	26557	02515	779
263297	12/10/80	E	Newsom William A Jr		Reconveyance	48448	02333	422
668166	06/04/82	E	Newsom William A Jr		Reconveyance	20222	02504	276

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554	01/05/83		Newsom Brennan J		Nt Tr Sale	00532	02554	995
933	01/24/83		Newsom Brennan J	Newsom William A Jr	Deed	03044	02559	442
450	11/10/83	E	Newsom Brennan J	Shimmon Michael W	Deed	43941	02639	751
456	11/10/83	E	Newsom Brennan J	Newsom Franza Giffen	Deed	43942	02639	752
457	11/10/83		Newsom Brennan J	Benevest Mtg Co	Trust Deed	43943	02639	753
224	01/13/84	E	Newsom Brennan J	Wright Richard R	Judg By Dflt	01553	02657	783
784	05/15/84	E	Newsom Brennan J	All Persons Unknown	Nt Pend	18782	02693	962
788	05/15/84	E	Newsom Brennan J	Bank of Amer	Nt Pend	18782	02693	962
792	05/15/84	E	Newsom Brennan J	Contintental Aux Co	Nt Pend	18782	02693	962
796	05/15/84	E	Newsom Brennan J	Davids John J	Nt Pend	18782	02693	962
800	05/15/84	E	Newsom Brennan J	Recreational Invests Co	Nt Pend	18782	02693	962
804	05/15/84	E	Newsom Brennan J	West Victor C	Nt Pend	18782	02693	962
808	05/15/84	E	Newsom Brennan J	Wright Richard R	Nt Pend	18782	02693	962
644	06/12/85	E	Newsom Brennan J	Continental Aux Co	Judgment	21237	02821	122
648	06/12/85	E	Newsom Brennan J	Davids John J	Judgment	21237	02821	122
652	06/12/85	E	Newsom Brennan J	Recreational Invests Co	Judgment	21237	02821	122
656	06/12/85	E	Newsom Brennan J	West Victor C	Judgment	21237	02821	122
660	07/12/85	E	Newsom Brennan J	Wright Richard	Judgment	21237	02821	122
455	11/10/83		Newsom Franza Giffen	Newsom Brennan J	Deed	43942	02639	752
524	11/28/83		Newsom Ginella	Squaw Vly Cou Water Dst	Lien	45971	02643	629
924	03/12/84	E	Newsom Ginella	Squaw Vly Cou Water Dst Req Dsml	Lien	09326	02673	711

(Continued on following page)

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Account Number	Date Filed		Grantor, Grantee, Etc. (E) Denotes Grantee	Cross Reference Name	Title	Series Number	Book	Page
935	01/24/83		Newsom Franza Giffen	Newsom William A Jr	Deed	03044	02559	442
3073	09/04/85	E	Newsom Patrick J	Newsom William A	Deed	33822	02859	634
205	05/08/84		Newsom Robert J	Phipps Dorothe A	Asgt Tr D	17756	02691	757
207	05/08/84		Newsom Robert J	Phipps Raymond D	Asgt Tr D	17756	02691	757
5656	12/10/84		Newsom William	Ginella Tom	Deed	49384	02759	626
5825	11/06/85	E	Newsom William	Nencini Cesare M	Nt Int Sale	43296	02888	258
095	12/03/85	E	Newsom William	Nencini Cesare M	Nt Int Sale	46837	02899	050
2555	01/05/83		Newsom William A		Nt Tr Sale	00532	02554	995
0961	12/02/83		Newsom William A	Cal St Franchise Tax	Tax Lien	46947	02645	644
4946	03/23/84	E	Newsom William A	Cal St Franchise Tax	Rel Lien	11160	02677	341
9097	07/11/84	E	Newsom William A		Reconveyance	27128	02712	905
3233	07/03/85	E	Newsom William A	Bfr Assocs Ptp	Deed	24608	02831	525
3235	07/03/85	E	Newsom William A	Fulton Arthur D Prtn	Deed	24608	02831	525
3236	07/03/85		Newsom William A	Bfr Assocs Ptp	Trust Deed	24609	02831	526
3072	09/04/85		Newsom William A	Newsom Patrick J	Deed	33822	02859	634
934	01/24/83	E	Newsom William A Jr	Newsom Brennan J	Deed	03044	02559	442
936	01/24/83	E	Newsom William A Jr	Newsom K Franza Giffen	Deed	03044	02559	442
4097	12/03/85	E	Newsom William Prtn	Nencini Cesare M	Nt Int Sale	46837	02899	050

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Account Number	Date Filed		Grantor, Grantee, Etc. (E) Denotes Grantee	Cross Reference Name	Title	Series Number	Book	Page
338	03/23/87	E	Newsom William	Ginella Tom	Trust Deed	16757	03152	520
677	12/05/86	E	Newsom William A		Reconveyance	56281	03087	302
455	12/23/86		Newsom William A	Cal St Franchise Tax	Tax Lien	60193	03099	399
419	02/20/87	E	Newsom William A		Reconveyance	10822	03135	176
132	02/27/87	E	Newsom William A	Cal St Franchise Tax	Rel Lien	12515	03140	353
266	06/09/87		Newsom William A		Nt Tr Sale	32792	03204	025
983	06/17/87		Newsom William A	Scherer Anne	Deed	34862	03210	124
985	06/17/87		Newsom William A	Scherer Paul	Deed	34862	03210	124
267	06/09/87		Newsom William A Jr		Nt Tr Sale	32792	03204	025
116	04/06/87	E	Newsom William Prtn	Chazen Lawrence Inc Prt	Nt Int Sale	19482	03162	001
132	04/06/87	E	Newsom William Prtn	Chazen Lawrence Prtn	Nt Int Sale	19482	03172	001
148	04/06/87	E	Newsom William Prtn	Cncml Ptp	Nt Int Sale	19482	03162	001
164	04/06/87	E	Newsom William Prtn	Getty Gordon P Prtn	Nt Int Sale	19482	03162	001
180	04/06/87	E	Newsom William Prtn	Leland Marc Prtn	Nt Int sale	19482	03162	001

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Account Number	Date Filed		Grantor, Grantee, Etc. (E) Denotes Grantee	Cross Reference Name	Title	Series Number	Book	Page
196	04/06/87	E	Newsom William Prtn	Mohun Robert Prtn	Nt Int Sale	19482	03162	001
197	04/06/87		Newsom William Prtn	Chazen Lawrence Inc Prt	Nt Int Sale	19482	03162	001
199	04/06/87		Newsom William Prtn	Chazen Lawrence J Prtn	Nt Int Sale	19482	03162	001
201	04/06/87		Newsom William Prtn	Cncml Ptp	Nt Int Sale	19482	03162	001
203	04/06/87		Newsom William Prtn	Getty Gordon P Prtn	Nt Int Sale	19482	03162	001
205	04/06/87		Newsom William Prtn	Goletto Gordon Prtn	Nt Int Sale	19482	03162	001
207	04/06/87		Newsom William Prtn	Leland Marc Prtn	Nt Int Sale	19482	03162	001
209	04/06/87		Newsom William Prtn	Mohun Robert Prtn	Nt Int Sale	19482	03162	001
211	04/06/87		Newsom William Prtn	Newsom William Prtn	Nt Int Sale	19482	03162	001
212	04/06/87	E	Newsom William Prtn	Newsom William Prtn	Nt Int Sale	19482	03162	001

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Account Number	Date Filed		Grantor, Grantee, Etc. (E) Denotes Grantee	Cross Reference Name	Title	Series Number	Book	Page
089204	04/24/86	E	Cncml Ptp	Jensen Robert A	Deed	17184	02961	568
089209	04/24/86		Cncml Ptp	Wells Fargo Bk	Subdn Agm	17185	02961	571
089223	04/24/86		Cncml Ptp	Wells Fargo Bk	Trust Deed	17186	02961	577
296462	12/11/86	E	Cncml Ptp	Jensen Robert A	Deed	57433	03091	123
413106	04/06/87	E	Cncml Ptp	Chazen Lawrence Inc Prt	Nt Int Sale	19482	03162	001
413122	04/06/87	E	Cncml Ptp	Chazen Lawrence J Prtn	Nt Int Sale	19482	01632	001
413133	04/06/87		Cncml Ptp	Chazen Lawrence Inc Prt	Nt Int Sale	19482	03162	001
413135	04/06/87		Cncml Ptp	Chazen Lawrence J. Prtn	Nt Int Sale	19482	03162	001
413137	04/06/87		Cncml Ptp	Cncml Ptp	Nt Int Sale	19482	03162	001
413138	04/06/87	E	Cncml Ptp	Cncml Ptp	Nt Int Sale	19482	03162	001
413139	04/06/87		Cncml Ptp	Getty Gordon P Partn	Nt Int Sale	19482	03162	001
413141	04/06/87		Cncml Ptp	Goletto Gordon Prtn	Nt Int sale	19482	03162	001
413143	04/06/87		Cncml Ptp	Leland Marc Prtn	Nt Int Sale	19482	03162	001
413145	04/06/87		Cncml Ptp	Mohun Robert Prtn	Nt Int Sale	19482	03162	001
413147	04/06/87		Cncml Ptp	Newsom William Prtn	Nt Int Sale	19482	03162	001
413154	04/06/87	E	Cncml Ptp	Getty Gordon P Prtn	Nt Int Sale	19482	03162	001
413170	04/06/87	E	Cncml Ptp	Leland Marc Prtn	Nt Int Sale	19482	03162	001
413186	04/06/87	E	Cncml Ptp	Mohun Robert Prtn	Nt Int Sale	19482	03162	001
413202	04/06/87	E	Cncml Ptp	Newsom William Prtn	Nt Int Sale	19482	03162	001
551067	08/21/87		Cncml Ptp	Placer Cou	Easement	47762	03251	152

APPENDIX JJ

Placer County

39257

Official Records Placer County-Calif.
Record requested by
Brennan J. Newsom

Oct 7 2:23 PM 1977

Maurine I. Dobbas
County Recorder

39257 $4.00

Recording requested by and when recorded mail to

Brennan J. Newsom
1015 Battery Street
San Francisco, CA 94111

Short Form Deed of Trust and
Assignment of Rents

This deed of trust, made this 6th day of October, 1977, between William A. Newsom, Jr. and Glen Englund, herein called Trustor, whose address is 640 North Lake Boulevard, Tahoe City, California, Trustors Security Service, a California corporation, herein called Trustee, and Squaw Valley Improvement Corporation, a California corporation, herein called Beneficiary,

Witnesseth: That Trustor irrevocably grants, transfers and assigns to Trustee in trust, with power of sale, that property in Tahoe City, Placer County, California, described:

more particularly on Exhibit A attached hereto and incorporated herein.

* * *

For the Purpose of Securing:

1. Performance of each agreement of Trustor incorporated by reference or contained herein. 2. Payment of the

indebtedness evidenced by one promissory note of even date herewith, and any extension or renewal thereof, in the principal sum of $7,500.00 granted by Trustor in favor of Beneficiary or order.

* * *

Signature of Trustor

/s/ William A. Newsom, Jr.
William A. Newsom, Jr.

/s/ Glen Englund
Glen Englund

STATE OF CALIFORNIA }
COUNTY OF PLACER } ss.:

On Oct. 6, 1977 before me, the undersigned, a Notary Public in and for said State, personally appeared William A. Newsom Jr., known to me to be the person whose name is subscribed to the within instrument and acknowledged that he executed the same.

Witness my hand and official seal.

(Seal)

Signature /s/ A. P. Fellner
A. P. Fellner

Notary Public in and for said State

Official Seal
A. P. Fellner
Notary Public—California

94-090-07

Placer County

STATE OF CALIFORNIA }
COUNTY OF PLACER } ss.:

On October 6, 1977 before me, the undersigned, a Notary Public in and for said State, personally appeared Glen Englund known to me to be the person whose name is subscribed to the within instrument and acknowleged to me that he executed the same.

Witness my hand and official seal.

Signature: /s/ A. P. Fellner
A. P. Fellner

Notary Public in and for said State

Official Seal
A. P. Fellner
Notary Public—California

APPENDIX KK

Placer County

1093

Official Records
Placer County-Calif.
Record requested by

Thomas Haute

Jan. 10, 2:32 P.M. '78

Maurine I. Dobbas
County Recorder

1093 $3.00

Recording Requested By

Squaw Valley Improvement Corp.
1015 Battery Street
San Francisco, CA 94111

and when recorded mail to

Brennan J. Newsom
1015 Battery Street
San Francisco, CA 94111

Short Form Deed of Trust
and Assignment of Rents

This Deed of Trust, made this 1st day of December, 1977, between William A. Newsom, Jr., herein called Trustor, whose address is Placer County Courthouse, Auburn, California, Trustors Security Service, a California corporation, herein called Trustee, and Squaw Valley Improvement Corporation, a California corporation, herein called Beneficiary,

Witnesseth: That Trustor Irrevocably Grants, Transfers and Assigns to Trustee in Trust, With Power of Sale, that property in Placer County, California, described as:

Unincorporated area. Lot 7, Block 5 as per map of the "Town of Ducth Flat:, filed June 12, 1871, in Book "C" of Maps, page 6, Placer County Records.

* * *

For the Purpose of Securing:

1. Performance of each agreement of Trustor incorporated by reference or contained herein. 2. Payment of the indebtedness evidenced by one promissory note of even date herewith, and any extension or renewal thereof, in the principal sum of $5,324.00 executed by Trustor in favor of Beneficiary or order.

* * *

Signature of Trustor

/s/ William A. Newsom, Jr.
William A. Newsom, Jr.

STATE OF CALIFORNIA }
COUNTY OF PLACER } ss.:

On 20th December 1977 before me, the undersigned, a Notary Public in and for said State, personally appeared William A. Newsom, Jr., known to me to be the person whose name is subscribed to the within instrument and acknowledged that he executed the same.

Witness my hand and official seal.
(Seal)

Signature /s/ Nancy Birge
[Seal]
Notary Public in and for said State

Official Seal
Nancy Birge
Notary Public—California

62-081-03

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APPENDIX LL

Placer County
48449
Official Records Requested By
First American Title Co.
Dec 10 9:11 AM '80

Gay Trombley
Placer Co Recorder
48449 $5.00

73782
Submitted for Recordation
By and Return to
Bank Of America
National Trust And Savings Association
Auburn Office #878
900 High Street
Auburn, California 95603

Deed Of Trust

This Deed Of Trust, made this 3rd day of December, 1980, Between William A. Newsom, an unmarried person, as Trustor ("Trustor" to be interpreted as "Trustors" where context requires), Continental Auxiliary Company, a California corporation, as Trustee, and Bank Of America National Trust And Savings Association, a national banking association, as Beneficiary.

Witnesseth: That Trustor Irrevocably Grants, Transfers and Assigns to Trustee, in Trust, with Power of Sale, the following described property situate in the County of Placer, State of California, to wit:

Parcel One:

Lot 7, Block 5, Town of Dutch Flat, as per map thereof filed June 12, 1871 in Book C of Maps page 6, Placer County Records.

Parcel Two:

Lot 3, Block 6, Town of Dutch Flat, as per map thereof filed June 12, 1871 in Book C of Maps page 6, Placer County Records.

Parcel Three:

Lot 4, Block 6, Town of Dutch Flat, as per map thereof filed June 12, 1871 in Book C of Maps page 6, Placer County Records.

Assessor's Parcel No.: 062 091 03 00

Property Address:

Secord Alley
Dutch Flat, California 95714

* * *

For the Purpose of Securing: (1) Payment of the sum of $50,000.00 with interest thereon according to the terms of a promissory note or notes dated December 3, 1980 made by Trustor, payable to the order of the beneficiary.

Mailing Address For Notices
Street City and State
P.O. Box 160
Dutch Flat, California 95714

Signature of Trustor
/s/ William A. Newsom
William A. Newsom

STATE OF CALIFORNIA
CITY & COUNTY OF SAN FRANCISCO } ss:

On this day of December, 1980, before me the undersigned a Notary Public in and for said County, personally appeared William A. Newsom known to me to be the person whose name is subscribed to the within instrument and acknowledged that he executed the same.

Witness my hand and official seal.

/s/ Nancy A. Deering
Notary Public in and for
said County and State
My Commission expires
4/8, 1983

Official Seal
Nancy A. Deering
Notary Public-California

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APPENDIX MM

Affidavit of William M. Lukens

William M. Lukens duly deposes and says:

1. I have obtained public records from the Superior Court in and for the City and County of San Francisco in the *Estate of William A. Newsom*, Sup. Ct. No. 217-391, and in the *Estate of Christine A. Newsom*, Sup. Ct. No. 223-586, which contain information showing a substantial adversary relationship existing between David B. Flinn, counsel for the Bank of America in this case, and Justice William A. Newsom, who was a member of the panel of the California Court of Appeal, Division One, which reversed a money judgment in favor of petitioner Irene O'Connell Kruse against the Bank of America. Justice Newsom was executor of both of the above estates. Documents in Appendices S through LL and NN are true and correct copies of public records from the governmental entities denominated on each document.

2. In July of 1981, Mr. Flinn's law partner, Harvey L. Gould, representing two sisters and a brother of Justice Newsom, wrote to the Probate Department of the San Francisco Superior Court advising that "objections" would be filed by Mr. Flinn to petitions in connection with the probate of the parents' estate in which another of Justice Newsom's brothers, Brennan J. Newsom, was acting as the Justice's attorney. App V 9-10. The letter states that "Mr. Flinn of our office is handling these matters on behalf of our clients, Barbara Newsom, Sharon Mohun and Patrick Newsom, but that Mr. Flinn is presently on vacation." If a continuance were granted, Mr. Gould states, "it appears that he [Mr. Flinn] would be able to personally handle the hearings. In this regard, it is my understanding that, on behalf of our client, Mr. Flinn does intend to file objections to the various petitions." App. V 9-10.

3. In August of 1981, Mr. Gould filed an objection to a petition for attorneys' fees requested by Brennan Newsom charging "negligence in the performance of his duties" and

"breach of fiduciary obligations by the use of estate assets for his own uses and purposes in a number of various transactions, the specifics of which could only adequately and fully be pleaded and proved herein by David B. Flinn, and respondents pray leave to amend this objection appropriately after Mr. Flinn's return from vacation." App. W 11-14. It was further alleged that upon the filing of an accounting in the estate, Justice Newsom's sisters and brother would be entitled to have Brennan Newsom's share surcharged in an amount that will exceed his one-sixth share of the estate and that if his fee petition is granted, respondents "fear that the further diminution of assets in the estate will accordingly jeopardize their chances of receiving the full inheritance to which they are entitled." App. W 11-14.

4. The objection states that "the attorney who has handled the estate and related matters for respondents is David B. Flinn . . . *Mr. Flinn is the only attorney in the law firm with sufficient familiarity with these matters* to fairly represent Respondents' interests regarding the Petition to which this objection is in reply." (Emphasis added.) App. W 11-14, X 15-17.

5. In September of 1981, Justice Newsom filed accountings in his parents' estates App. Z 19-20 to which Mr. Flinn objected, questioning whether the items of account were "fully and truly reflective of actual events and/or reflect proper items of receipt or disbursement." App. AA 21, BB 22-24, CC 25-26.

6. In March of 1983, Mr. Flinn's firm filed a petition to compel Justice Newsom to account, which requests a court order citing Justice Newsom to appear and show the condition of the estate and the reasons why the estate cannot be distributed and closed. A request is included that if an accounting is not filed within ten days "the executor be removed as executor and that a new executor be appointed in his place" and "that if necessary the court compel the accounting by attachment as provided in Probate Code section 922 and order a reduction in fees pursuant to Probate Code section 1025.5". App. DD 27-30.

7. On May 17, 1983, Justice Newsom filed a declaration in which he stated that his services in the estate include negotiations "with and between heirs on obligations involved with closely-held real estate investment corporation involving Estate, and various heirs individually, bank loans, renunciation of a [sic] heirs interest in Estate in *partial resolution* of certain aspects of such obligations and *disputes over them.*" (Emphasis added) App. FF 35-39.

8. In May of 1983, Justice Newsom petitioned for approximately $33,000 in extraordinary fees and then one week later waived the entire amount as part of a stipulation with Mr. Flinn's law firm to allow settlement of the estate. App. EE 31-34, FF 35-39, GG 40-42, HH 43-44. His brother, Brennan Newsom, made similar concessions in the stipulation, waiving fees of approximately $31,000. App. EE 31-34, GG 40-42. Mr. Flinn's firm and clients reserved their rights to take future action by limiting the stipulation to "not objecting" to the final account submitted by Justice Newsom and specifically providing that by so doing they "shall not signify their confirmation or verification of any of the matters stated by the executor. . . ." App. GG 40-42.

9. I also have obtained copies of public records from the Recorder's Office of the County of Placer, California. App. II 45-56. Those records reveal that from 1977 through 1983, Justice Newsom and his brother, Brennan Newsom, were involved in 96 real estate filings related to transactions involving the purchase, sale and refinancing of real estate for their own accounts in the County of Placer and that some of the down payments for purchases of real estate were financed with borrowings from the Squaw Valley Improvement Corporation. App. JJ 57-59 through LL 62-64. App. T 5-6.

Dated: January 9, 1989

William M. Lukens

Sworn to and subscribed before
me this 9th day of January, 1989.

Raynetta M. Pettaway
Notary Public

APPENDIX NN

Office of the Clerk
Court of Appeal
State of California
First Appellate District
Clifford C. Porter, Clerk
San Francisco 94109
4154 State Building
987-1896
[State Seal]
Deputies

Richard L. Eyman, Chief Deputy
Roy F.
Ted A. Weissmann
Walter McAdam
Betty Kavanagh
R.D. Barrow
D.J. Clifford

Penny Lawrence, Secretary
May 6, 1983

Daniel Crawford
Carroll, Burdick & McDonough
Attorneys at Law
One Ecker Building, Suite 400
San Francisco, California 94105

Parachini & Leland Law Office
Attorneys at Law
333 Market St., 27th Floor
San Francisco, California 94105

Virgil McCowen
816 McGowen
Goodwin, Idaho 83330

Re: Case No. A013986
Corea-Sanchez et al. v.
Bank of America, etc.,
Virgil McGowen
Division One

Gentlemen:

The Honorable John W. Holmdahl has disqualified himself from participating in the decision in this case. The new panel of judges consists of the Honorable John T. Racanelli and the Honorable William A. Newsom, who, as members of the original panel heard oral argument in this case, and the Honorable Norman Elkington who replaces Justice Holmdahl.

The parties are invited to stipulate that the matter may be considered without further oral argument by the reconstituted panel, of which only two members have heard argument. Response is requested within ten days from the date of this letter.

Very truly yours,

/s/ C. Porter
Clerk

CCP:pk